

Exhibit 4

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

CAREMARKPCS HEALTH, L.P.,
a Delaware Limited Partnership,

Plaintiff,

vs.

WALGREEN CO., AN ILLINOIS
CORPORATION

Defendant.

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) Case No. 07-C-6272
) Hon. Mark Filip
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**DECLARATION OF JILLIAN L. BEYDILLI IN SUPPORT OF DEFENDANT
WALGREEN CO.'S OPPOSITION TO PLAINTIFF'S MOTION FOR
TEMPORARY RETRAINING ORDER MOTION TO DISMISS**

I, Jillian L. Beydilli, declare as follows:

1. I am over twenty-one years of age and make this Declaration based on my own personal knowledge.
2. I am employed as Manager, Geographic Information System, in the Planning and Research Department of Walgreen Co. ("Walgreens"). I have worked for Walgreens for approximately eight years.
3. As Manager, Geographic Information System, I am responsible for, among other things, developing and providing geographic information and data to various business units of Walgreens. This information includes the geographic location of retail pharmacies owned and/or operated by Walgreens and other companies in the United States. In general, Walgreens competes with other chain retail pharmacies, such as, for example, CVS, Osco, Wal-Mart,

Target, KMart, Sam's, ShopKo, Dominick's, and Pick 'n Save, as well as with a variety of independent retail pharmacies that are individually owned and/or operated.

4. In the regular and ordinary course of its business, Walgreens generates maps and data concerning the geographic locations of retail pharmacies owned and/or operated by Walgreens and other companies in the United States. Walgreens generates such maps and data for use in its operations, and maintains them as part of its regular business activity.

5. I understand that the pharmacy benefit plans at issue in this lawsuit are (i) the ArcelorMittal plan (sometimes referred to as the Ispat Inland Inc. plan); (ii) the Johnson Controls, Inc. plan; (iii) the Wisconsin Educational Association Trust plan; and (iv) the Progressive Corporation plan.

6. Attached as Exhibit A hereto is a true and correct copy of a map showing the locations of Walgreens pharmacies, chain retail pharmacies, and independent retail pharmacies in the Chicago, Illinois, metropolitan area. The location of each Walgreens pharmacy is identified by a green square; the location of each chain retail pharmacy (such as CVS, Osco, Target, Dominick's, etc.) is identified by a red circle; and the location of each independent retail pharmacy is identified by a blue circle. Each Walgreen pharmacy location has a 1.5 mile radius ring drawn around. Included in Exhibit A is a spreadsheet showing the distance from each Walgreens retail pharmacy to the closest chain retail pharmacy and independent retail pharmacy.

7. In the Chicago metropolitan area, there are 400 Walgreen pharmacies; 598 other chain pharmacies; and 373 independent pharmacies — a ratio of 2.43 chain/independent pharmacies for each Walgreens pharmacy. Within a 1.5 mile radius of the 400 Walgreens pharmacies in Chicagoland, there is a total of 884 pharmacies (536 chain pharmacies and 348 independent pharmacies).

8. Attached as Exhibit B hereto is a true and correct copy of a map showing the locations of Walgreens pharmacies, chain retail pharmacies, and independent retail pharmacies in the Milwaukee, Wisconsin metropolitan area, as well as a spreadsheet showing the distance from each Walgreens retail pharmacy to the closest chain retail pharmacy and independent retail pharmacy.

9. In the Milwaukee metropolitan area, there are 80 Walgreen pharmacies; 147 other chain pharmacies; and 47 independent pharmacies — a ratio of 2.43 chain and independent pharmacies for each Walgreens pharmacy. Within a 1.5 mile radius of the 80 Walgreens pharmacies in the Milwaukee area, there is a total of 167 pharmacies (126 chain pharmacies and 41 independent pharmacies).

10. Attached as Exhibit C hereto is a true and correct copy of a map showing the locations of Walgreens pharmacies, chain retail pharmacies, and independent retail pharmacies in the Madison, Wisconsin metropolitan area, as well as a spreadsheet showing the distance from each Walgreens retail pharmacy to the closest chain retail pharmacy and independent retail pharmacy.

11. In the Madison metropolitan area, there are 25 Walgreen pharmacies; 30 other chain pharmacies; and 28 independent pharmacies — a ratio of 2.32 chain and independent pharmacies for each Walgreens pharmacy in the Madison area. Within a 1.5 mile radius of the 25 Walgreens pharmacies in the Madison area, there is a total of 58 pharmacies (30 chain pharmacies and 28 independent pharmacies).

12. Attached as Exhibit D hereto is a true and correct copy of a map showing the locations of Walgreens pharmacies, chain retail pharmacies, and independent retail pharmacies in the Cleveland, Ohio, metropolitan area, as well as a spreadsheet showing the distance from

each Walgreens retail pharmacy to the closest chain retail pharmacy and independent retail pharmacy.

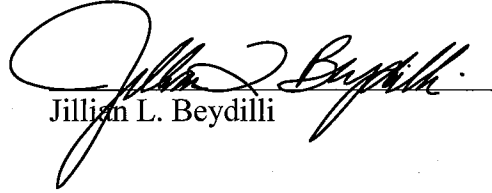
13. In the Cleveland metropolitan area, there are 52 Walgreen pharmacies; 301 other chain pharmacies; and 46 independent pharmacies — a ratio of 6.67 chain and independent pharmacies for each Walgreens pharmacy in the Cleveland area. Within a 1.5 mile radius of the 52 Walgreens pharmacies in the Cleveland area, there is a total of 201 pharmacies (179 chain pharmacies and 22 independent pharmacies).

14. Attached as Exhibit E hereto is a true and correct copy of a map showing the locations of Walgreens pharmacies, chain retail pharmacies, and independent retail pharmacies in the York/Lancaster, Pennsylvania, metropolitan area, as well as a spreadsheet showing the distance from each Walgreens retail pharmacy to the closest chain retail pharmacy and independent retail pharmacy.

15. In the York/Lancaster metropolitan area, there are 4 Walgreen pharmacies; 104 other chain pharmacies; and 63 independent pharmacies — a ratio of 41.75 chain and independent pharmacies for each Walgreens pharmacy in the York/Lancaster area. Within a 1.5 mile radius of the 4 Walgreens pharmacies in the York/Lancaster area, there is a total of 26 pharmacies (20 chain pharmacies and 6 independent pharmacies).

16. While pharmacy locations change from time to time, the location and distance data in Exhibits A, B, C, D and E is, to the best of my knowledge, true and accurate as of the date of this Declaration.

I make this Declaration under penalties of perjury pursuant to 28 U.S.C. § 1746, and I state that the facts set forth herein are true.


Jillian L. Beydilli

Dated: November 12, 2007